

**Bylaws of the Basalt Regional Library District
Table of Contents**

ARTICLE 1. – Name-----1

ARTICLE 2. – Authority-----1

ARTICLE 3. – Purpose-----1

ARTICLE 4. – Membership on the Board of Trustees-----1

 Section 1. Number of Trustees

 Section 2. Appointment of Trustees

 Section 3. Vacancies/Recruitment-----2

 Section 4. Terms of Office

 Section 5. Trustee Responsibilities

 Section 6. Removal of a Trustee

 Section 7. Conflict of Interest-----3

 Section 8. Compensation

 Section 9. Solicitation on Premises

ARTICLE 5. – Officers and their Duties-----3

 Section 1. Officers

 Section 2. Duties of the President

 Section 3. Duties of the Vice President

 Section 4. Duties of the Secretary

 Section 5. Duties of the Treasurer-----4

 Section 6. Election of Officers

ARTICLE 6. – Meetings-----4

 Section 1. Regular Meetings

 Section 2. Annual Meetings

 Section 3. Special Meetings-----5

 Section 4. Executive Session

 Section 5. Meeting Protocol

 a) Agenda

 b) Quorum

 c) Voting

 d) Teleconferencing/Videoconferencing

 e) Public Comment

 Section 6. Other Meetings

 a) Committee Meetings

 b) Work Sessions-----6

ARTICLE 7. – Duties of the Board of Directors-----6

 Section 1. Employment of the Library Director

Section 2. Annual Budget
Section 3. Annual Audit
Section 4. Financial Operations
Section 5. Gifts
Section 6. Land
Section 7. Buildings
Section 8. Personal Property
Section 9. Reports to the Legislative Bodies-----7
Section 10. Annual State Report
Section 11. Materials Selection Review Committee

ARTICLE 8. - Amendment of Bylaws-----7

ARTICLE 9. - Parliamentary Authority-----7

ADDENDUM #1 - Trustee Code of Ethics-----8

BYLAWS OF THE BASALT REGIONAL LIBRARY DISTRICT

Revised November, 2015

Article 1

Name

The name of the library is The Basalt Regional Library District, herein after referred to as "BRLD". The governing body of the Basalt Regional Library District is the Board of Trustees, herein after referred to as "Board".

Article 2

Authority

The Basalt Regional Library District Board of Trustees is created by authority of the Colorado Revised Statutes, 24-90-101, *et seq.*

Article 3

Purpose

The purpose of the Board is to make library policy decisions, supervise the administration of library affairs in accordance with these policy decisions, and represent the constituents of the district in these decisions.

Article 4

Membership on the Board of Trustees

Section 1. **Number of Trustees.** In accordance with C.R.S. 24-90-108, the Board will be not fewer than 5 nor more than 7 Trustees. The Basalt Regional Library District Board will consist of 7 members. Since the District's boundaries include portions of Eagle and Pitkin Counties and the entire Town of Basalt (herein after referred to as the "Legislative Bodies"), there will be three Trustees representing each county and one Trustee representing the Town of Basalt. Trustees must be permanent residents of the area they represent and must be at least eighteen years of age on the date of the first regular board meeting following appointment.

Section 2. **Appointment of Trustees.** According to C.R.S. 24-90-108 (2)(c) and (e), "In library districts, the Legislative Bodies will each appoint two of its members to a committee to appoint the initial Board of Trustees. Thereafter, any such legislative body may either continue such a committee or delegate to the board of trustees of the library district the authority to recommend new trustees." If the Legislative Bodies retain appointment authority, Trustees may submit recommendations regarding areas of expertise that would be helpful to the Board. Following interviews, the Legislative Bodies will announce Trustee appointments; appointees' terms will begin at the subsequent Board meeting. If the Bodies don't appoint a Trustee from among the applicants, the application process will be reopened. "Trustee appointments will be ratified by a two-thirds (2/3) majority of the Legislative Bodies, except that the failure of the Legislative Bodies to act on their representatives' recommendation within sixty (60) days will be considered a ratification of such recommendations."

Section 3. **Vacancies/Recruitment.** Vacancies to fill partial terms will be addressed as they arise, in the same manner as new appointments for term expirations. Upcoming term expirations will be announced by the Secretary at the regularly scheduled December meeting. The Board will request the Library Director to advertise the open position and set a prescribed closing date for applications. A Trustee who is eligible to apply for a second term must also submit an application by the deadline. The Director will collect applications, confirm residency qualifications, coordinate interview schedules and verify the process for appointment with the Legislative Bodies. Applicants must be permanent residents of the District and the area to be represented and must be at least 18 years of age at the date of the first regular meeting following appointment. All applications received by the closing day will be distributed to the BRLD Board and Legislative Bodies.

Section 4. **Terms of Office.** A full term of office for each Trustee is three years. Terms expire on March 1, or until the Legislative Bodies approve and ratify Trustee appointments or re-appointments for expiring seats. One Trustee from each county will be appointed in each of three consecutive years to stagger terms in a three-year cycle. If a Trustee position is vacated before the end of a three-year term, the person selected to fill the vacancy will be appointed to complete the vacated term as soon as possible in the manner in which trustees are regularly chosen.

Trustees may serve on the Board for two full consecutive terms. However, if a Trustee completes a partial term of one year or less, that person will be eligible to apply for an additional two terms. If a Trustee completes a partial term of more than one year, that person will be eligible to apply for only one additional term. A Trustee may hold office for a maximum of seven consecutive years. After this time, he or she must wait a minimum of one year before reapplying for a Board position.

Section 5. **Trustee Responsibilities.** Each Trustee is responsible for the following:

- 1) Board attendance (see Section 6, below).
- 2) Familiarity with BRLD Bylaws. Current Bylaws will be provided to all newly appointed Trustees. Revised Bylaws will be given to all Trustees. Trustees are responsible for reading and adhering to Bylaws.
- 3) Committee participation.

Section 6. **Removal of a Trustee.** A library Trustee may be removed only by a majority vote of the appointing Legislative Body or Bodies, but only upon a showing of good cause as defined in, but not limited to, the Bylaws adopted by the Board. "Good cause" is hereby defined to mean any of the following: (1) A Trustee accumulates four (4) unexcused absences from the regular Board meetings held during a twelve month period from March 1 to March 1. The Board may consider compelling reasons, such as illness or injury to the trustee or the trustee's immediate family, as the basis for considering the absence(s) excused and consequently not counted as an unexcused absence for the purpose of removing a Trustee. A majority vote by the Board is required to reverse the absences from "Unexcused" to "Excused." (2) a Conflict of Interest as described in Section 7 of these

Bylaws, (3) neglect of an Officer's duties, defined in Article 5, Section 2-5, or (4) any other violation of BRLD's Code of Ethics, in Addendum #1, attached to these Bylaws.

Section 7. **Conflict of Interest.** A conflict of interest is defined as the "conflict between the private interest and the official responsibilities of a person in a position of trust." The Library District strives to assure that every effort is made to promote public confidence in government by assuring the people of the impartiality, integrity, and honesty of itself and the Board. As such, the Board of Trustees and its appointed committees will ensure that its actions do not present a conflict of interest. If a Trustee voices a conflict of interest, it will be noted in the Board meeting minutes. The Trustee will recuse himself/herself from both the discussion and vote, and not otherwise participate in this item.

Section 8. **Compensation.** A Trustee will not receive any compensation for services. If the Board approves, a Trustee may be reimbursed for traveling expenses and registration fees when traveling on library business.

Section 9. **Solicitation on Premises.** No Trustee is permitted to engage in solicitation of any kind, or in any political activity on the library premises.

Article 5 Officers and their Duties

Section 1. Officers.

The officers of the Board of Trustees will be President, Vice President, Secretary and Treasurer, and Officers will be elected each year at the regular March meeting of the Board. Each officer will serve for a period of one year and cannot serve more than two consecutive years in the same office. In the event that an officer resigns his/her position during the year, the Board will make an appointment, by majority vote, to fulfill the remainder of the officer's term.

Section 2. Duties of the President.

The President is the chief executive officer of the Board. The President sets Board Meeting agendas with input from other Trustees and the Director, conducts all Board Meetings following Parliamentary Procedure, appoints all committees and arranges for presentation of their reports at Board Meetings, executes all documents authorized by the Board, and performs other official duties as the Board may request.

Section 3. Duties of the Vice-President.

The Vice-President will fulfill the duties of President in the President's absence and will fulfill other duties assigned by the President or the Board.

Section 4. Duties of the Secretary.

The Secretary will review and be responsible for the accuracy of the Board meeting minutes, post and distribute to the other Trustees written draft meeting minutes in a timely fashion prior to each Board meeting, create record keeping strategies to maintain the records that are required, maintain a master document of Trustee attendance at Board

Meetings, and attest to official documents of the District as necessary. The Secretary, with the assistance of the Director, will keep an updated list of all Trustees, noting the governing district represented and the corresponding term expiration date.

Section 5. Duties of the Treasurer.

The Treasurer will chair the Finance Committee, develop and review financial policies and procedures to ensure responsible oversight of library funds, work with the Director and accountant(s) to ensure the accuracy of the Library's finances, and present monthly financial reports at each Board meeting. At the direction of the Board, the Treasurer will arrange for an annual audit of financial statements of the previous year. The Treasurer will oversee the annual budget process for the ensuing fiscal year and will conduct timely budget meetings with the Board and Director to ensure compliance with state regulations and deadlines.

Section 6. Election of Officers.

Each year at the Annual Meeting, to be held in January, the President will appoint two non-officers to form a Nominating Committee. The committee will contact all Trustees to receive nominations, and contact nominees to obtain their acceptance. Elections will take place at the March meeting. A slate of candidates for each office will be presented. Each office may have more than one nominee. Once elected, nominee names will be removed from eligibility for other offices. The President will call for additional nominations prior to the vote for each office. Each office will be filled in sequence, beginning with the office of President. A show of hands will register the vote, unless a roll call vote is requested for clarification. New officer terms will take effect at the meeting following election of officers.

**Article 6
Meetings**

Section 1. Regular Meetings.

Regular monthly meetings will be held on the third Monday of each month beginning at 5:30 pm in the Community Room of the Library. If a quorum will not be present on the official meeting date, the Board will select an alternate date and notice will be posted as soon as possible. Notice of all regular and special Board meetings with their final meeting agendas will be posted at least twenty-four (24) hours in advance of the meeting at the official posting place for library notices. All regular and special meetings of the Board will be electronically recorded.

Section 2. Annual Meeting.

The Annual Meeting will be the regularly scheduled meeting held in January of each year. The purposes of this meeting are to:

- a) Provide a current, accurate map of the District boundaries.
- b) Establish the location on the library premises where notice of meetings will be posted during the year.
- c) Have the Board President appoint a two-person Nominating Committee to contact Board members and present a slate of candidates for the March officer election.
- d) Receive end-of-year reports from Board committees.

Section 3. **Special meetings.**

Special Meetings may be called by either the Board President, the Library Director or any two Trustees. Notice of special meetings will be posted at the designated posting place at least twenty-four (24) hours in advance of the meeting. Public comment procedures apply as indicated in Article 6, Section 5(e).

Section 4. **Executive sessions.**

If an Executive Session is called in the course of a regular or special meeting, the Board will follow the Colorado Open Meetings Law CRS 24-6-402 regarding Executive Session topics and procedures. No vote may be taken in Executive Session.

Section 5. **Board Meeting Protocol**

a) **Agenda.** The President of the Board, with the aid of the Library Director and with input from other Trustees, will compose and provide an agenda and board packet to all Board members prior to any regularly scheduled meeting or special meeting. Members of the public may request items be placed on the agenda, providing they do so in a timely manner. The Library Director will post the agenda pursuant to CRS 24-6-402 (2) (c), as directed by the Board of Trustees.

b) **Quorum.** A quorum for the transaction of business will consist of four (4) Trustees present in person.

c) **Voting.** All Trustees, including the President, are entitled to vote. A majority vote is required for passage. No vote may be taken in Executive Session.

d) **Teleconferencing /Videoconferencing.** Only in Special Meetings constituting an emergency circumstance will teleconferencing or videoconferencing be used to ensure a quorum.

e) **Public Comment.** The public is invited to all meetings of the Board and will have an opportunity to speak before the Board. The public comment procedure will be as follows:

*Individuals who wish to comment on items not on the agenda may speak before the Board by signing up prior to the call to order.

*Individuals may speak about an agenda item at the time of request for public comment on the agenda item.

*Time limitations on public comment may be set according to the circumstances of the meeting.

Section 6. **Other meetings.** - Other meetings may be scheduled to aid the work of the Board.

a) **Committee Meetings.** The Board President has the power to appoint standing committees and ad hoc committees. If more than two (2) Trustees are anticipated to be in attendance, the meeting will be noticed pursuant to Article 6, Section 1.

Standing committees (except Personnel Committee) may be comprised of both Trustees and citizens. The chairpersons of each standing committee will strive to appoint at least one citizen representative as regular committee members. No relative of any library employee may be appointed as a citizen representative due to potential conflict of interest arising from such appointment. Citizen representatives must live within the District.

Each committee will enact such rules of procedure that it deems necessary, as long as those rules conform to these Bylaws. The determination of whether to allow public comment at a committee meeting rests with the chair of the meeting. The committees will serve as recommending bodies to the Board, and the Board retains final decision-making authority.

b) **Work Sessions.** Work sessions are called by: the Library Director, the President (in the case of Board work sessions) or the Chair of any standing library committee (in the case of committee work sessions). Work sessions are intended to be informational meetings of the Board or committee. No formal action may be taken. Pursuant to Article 6, Section 1., above, if more than two (2) members of the Board are anticipated to be in attendance, the work session will be noticed. The determination of whether to allow public comment at a work session rests with the chair of the session.

Article 7

Duties of the Board of Directors

The Board of Trustees will have all powers and duties as set forth in Colorado Revised Statutes 24-90-109, including, but not limited to, the following:

Section 1. **Employment of the Library Director.** The Board will interview applicants, employ and set the salary and duties of the Director. The Board will annually evaluate the Director and accept/terminate the Library Director's contract.

Section 2. **Annual Budget.** The Board will adopt a budget and make appropriations for the ensuing fiscal year. This budget will be submitted to the governing legislative bodies, as required by law. The Board will certify to the Legislative Bodies the sums necessary to maintain and operate the library during the ensuing year.

Section 3. **Annual Audit.** The Board will enter into an agreement with a Certified Public Accounting firm to conduct an annual audit of the financial statements of the District in a timely manner as mandated by state law.

Section 4. **Financial Operations.** The Board is responsible for all other financial operations of the Library District including bonding of persons entrusted with funds, authorizing purchase of equipment and materials recommended by the Director, entering into contracts, borrowing funds, and requesting elections to alter taxes to support the Library District.

Section 5. **Gifts.** The Board will accept and acknowledge gifts that will benefit the users of the library. This duty may be delegated to the Library Director.

Section 6. **Land.** The Board may hold land by loan, gift, lease or purchase for library purposes, to be held in the name of the "Board of Trustees of the Basalt Regional Library District."

Section 7. **Buildings.** The Board may receive by loan, gift, lease or purchase appropriate buildings for library purposes. In addition, they may erect or acquire such other buildings as may be needed.

Section 8. **Personal Property.** The Board may lease, rent purchase or otherwise acquire such items of personal property as are necessary to conduct Library operations.

Section 9. **Reports to the Legislative Bodies.** At the close of each calendar year, the Board will supply the Legislative Bodies with a report showing the condition of its trust, money expended, the purposes of expenditures and other statistics the Board deems of public interest.

Section 10. **Annual State Report.** The Board will respond to the State Library's public library survey at the end of the calendar year. The report will contain such other statistics and information as may be required by the State Library. This duty may be delegated to the Library Director.

Section 11. **Materials Selection Review Committee.** The Board of Trustees will act as a review committee to address challenges to material in the collection, as outlined in the Materials Selection Policy.

**Article 8
Amendment of Bylaws**

A typewritten copy of the draft of a proposed change in the Bylaws will be presented for discussion at a regular meeting of the Board. At the following regular meeting it will be presented again for discussion and vote. A majority vote is required for passage.

**Article 9
Parliamentary Authority**

Parliamentary Authority.

The most recent edition of *Robert's Rules of Order*, newly revised will serve as parliamentary authority for the Board of Trustees or committee meetings in the event that these bylaws do not provide for procedure.

These Bylaws, including Addendum #1 (herein attached), were amended and adopted by a majority vote at a meeting of the Board of Trustees of Basalt Regional Library District on

Date

Carolyn Kane, Board President

Bernie Grauer, Vice-President

February, 2015 BRLD Trustees

Heather Manolakas

Bernie Grauer

Karen Hillebrand

Carolyn Kane

Dick Hampleman

Ann Stephenson

Kent Whinnery

Barbara Milnor - Director

Basalt Regional Library District Bylaws

Addendum #1 - Trustee Code of Ethics

The Board of Trustees of the Basalt Regional Library District will adhere to the following code of conduct:

1. Trustees, in the capacity of trust placed upon them, will observe ethical standards with absolute truth, transparency, integrity and honor.
2. Trustees must avoid situations in which personal interests might be served or financial benefits gained at the expense of Library users, colleagues or the situation.
3. It is incumbent upon any Trustee to disqualify himself/herself immediately whenever the appearance or a conflict of interest arises.
4. Trustees must distinguish clearly in their actions and statements between their personal philosophies and attitudes and those of the institution, acknowledging the formal position of the Board, even if they personally disagree.
5. A Trustee must respect the confidential nature of Library business while being aware of and in compliance with applicable laws governing freedom of information.
6. Trustees must be prepared to support to the fullest the efforts of the librarians in resisting censorship of Library materials by groups or individuals.
7. Trustees who accept Library Board responsibilities are expected to perform all of the functions of Library Trustees, as set forth in the Bylaws.
8. Trustees must conduct themselves in a professional manner with courtesy and respect to other Trustees, Patrons and Library Staff.